

**DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

MINIATURIZED CELL ARRAY METHODS AND APPARATUS FOR CELL-BASED SCREENING

the specification of which is attached hereto unless the following space is checked:

☒ was filed on May 29, 1997 as United States Application Serial Number 08/865,341

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s):

	<u>Number</u>	<u>Country</u>	<u>Day/Month/Year Filed</u>
1.	---		

I hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

	<u>Application Number</u>	<u>Filing Date</u>
1.	60/018,696	May 30, 1996

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s), or § 365(c) of any PCT international application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

	<u>Application Number</u>	<u>Filing Date</u>	<u>Status: patented, pending, abandoned</u>
1.	U.S. App. S/N 08/810,983	February 27, 1997	Pending
2.			

I hereby appoint the following attorneys and agent(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Denis A. Berntsen	Reg. No. 26707	Leif R. Sigmond, Jr.	Reg. No. 35680
John J. McDonnell	Reg. No. 26949	Lawrence Aaronson	Reg. No. 35818
Daniel A. Boehnen	Reg. No. 28399	Matthew J. Sampson	Reg. No. 35999
Bradley J. Hulbert	Reg. No. 30130	Curt J. Whitenack	Reg. No. 36054
Paul H. Berghoff	Reg. No. 30243	Christopher J. Cavan	Reg. No. 36475
Grantland G. Drutchas	Reg. No. 32565	Michael S. Greenfield	Reg. No. 37142
Steven J. Sarussi	Reg. No. 32784	Mark Chao	Reg. No. 37293
David M. Frischkorn	Reg. No. 32833	George I. Lee	Reg. No. 39269
James C. Gumina	Reg. No. 32898	Audrey L. Bartnicki	Reg. No. 40499
A. Blair Hughes	Reg. No. 32901	Amir N. Penn	Reg. No. 40767
Thomas A. Fairhall	Reg. No. 34591	Patrick J. Halloran (agent)	Reg. No. 41053
Emily Miao	Reg. No. 35285	Thomas E. Wettermann	Reg. No. P41523
Kevin E. Noonan	Reg. No. 35303		

Address all telephone calls to John McDonnell at (312) 913-0001.

Address all correspondence to MCDONNELL BOEHNEN HULBERT & BERGHOFF, 300 South Wacker Drive, Chicago, Illinois 60606 USA.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor (given name, family name)

D. Lansing Taylor

Inventor's signature: [Signature]

Date: 10/1/97

Residence: Pittsburgh, Pennsylvania

Citizenship: United States

Post Office Address: 635 William Pitt Way, Pittsburgh Pennsylvania 15238

Full name of second joint inventor, if any (given name, family name):

Inventor's signature: M.A.

Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

APRIL 16, 1998

PTAS
MC DONNELL BOEHNEN HULBERT & BERGHOFF
MARK CHAO
300 S. WACKER DRIVE
CHICAGO, ILLINOIS 60606



100645757A

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT**

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 10/03/1997

REEL/FRAME: 8980/0156
NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
TAYLOR, D. LANSING

DOC DATE: 10/01/1997

ASSIGNEE:
BIODX
635 WILLIAM PITT WAY
PITTSBURGH, PENNSYLVANIA 15238

SERIAL NUMBER: 08865341
PATENT NUMBER:

FILING DATE: 05/29/1997
ISSUE DATE:

DOROTHY RILEY, PARALEGAL
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

jc503 U.S. PTO
09/468673
12/21/99

02-27-1998



U.S. DEPARTMENT OF

Patent and Trade

100645757

To the Assistant Commissioner of Patents. Please retain the attached original documents or true copy thereof.

1. Name of conveying party(ies):

D. Lansing Taylor

MRD

10-3-97

2. Name and address of receiving party(ies):

Name: BioDx

Internal Address:

Street Address: 635 William Pitt Way

City: Pittsburgh State: PA ZIP: 15238

Additional name(s) of conveying party(ies) ☐ yes ☒ no

3. Nature of conveyance:

☒ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date:

Additional name(s) & address(es) ☐ yes ☒ no

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

Serial No. 08/865,341

(Case No. 97,223)

B. Patent No.(s)

08/865341

Additional numbers ☐ yes ☒ no

Additional numbers ☐ yes ☒ no

5. Name and address of party to whom correspondence concerning document should be mailed:

Mark Chao
McDonnell Boehnen Hulbert & Berghoff
300 S. Wacker Drive
Chicago, Illinois 60606 USA

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$

Enclosed

☒ Authorized to charge to Deposit account

8. Deposit account number: 13-2490

DO NOT USE THIS SPACE

9. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark Chao

Name of Person Signing

Signature

October 3, 1997

Date

Total Number of pages including cover sheet, attachments and copies: 1

10/03/97

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02/26/1998

Form 348651523 US

ASSIGNMENT

Case No.: 97,223 (previously 97,233)

Serial No.: 08/865,341

Inventors: **D. Lansing Taylor**

Date of Execution

of Application:

Filing Date: May 29, 1997

In consideration of One Dollar (\$1.00) and other good and valuable considerations in hand paid, the receipt and sufficiency whereof are hereby acknowledged, the undersigned hereby assign to:

BioDx, Inc., a corporation of the State of Pennsylvania

its successors and assigns, the entire right, title and interest in the invention or improvements of the undersigned disclosed in an application for Letters Patent of the United States, entitled:

MINIATURIZED CELL ARRAY METHODS AND APPARATUS FOR CELL-BASED SCREENING

and identified as:

Case No. 97,223 (previously 97,233)

in the offices of McDONNELL BOEHNNEN HULBERT & BERGHOFF and in said application and any and all other applications, both United States and foreign, which the undersigned may file, either solely or jointly with others, on said invention or improvements, and in any and all Letters Patent of the United States and foreign countries, which may be obtained on any of said applications, and in any reissue or extension of such patents, and further assigns to said assignee the priority right provided by the International Convention.

The undersigned hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said assignee.

The undersigned hereby authorize and request the attorneys of record in said application to insert in this assignment the filing date and serial number of said application when officially known, and the date of execution of the application.

The undersigned warrant themselves to be the owners of the entire right, title and interest in said invention or improvements and to have the right to make this assignment, and further warrant that there are no outstanding prior assignments, licenses, or other encumbrances on the interest herein assigned.

For said considerations the undersigned hereby agree, upon the request and at the expense of said assignee, its successors and assigns, to execute any and all divisional,

continuation and substitute applications for said invention or improvements, and any necessary oath, affidavit or declaration relating thereto, and any application for the reissue or extension of any Letters Patent that may be granted upon said application and any and all applications and other documents for Letters Patent in foreign countries on said invention or improvements, that said assignee, its successors or assigns may deem necessary or expedient, and for the said considerations the undersigned authorize said assignee to apply for patents for said invention or improvements in its own name in such countries where such procedure is proper and further agree, upon the request of said assignee, its successors and assigns, to cooperate to the best of the ability of the undersigned with said assignee, its successors and assigns, in any proceedings or transactions involving such applications or patents, including the preparation and execution of preliminary statements, giving and producing evidence, and performing any and all other acts necessary to obtain, maintain and enforce said Letters Patent, both United States and foreign, and vest all rights therein hereby conveyed in the assignee, its successors and assigns, whereby said Letters Patent will be held and enjoyed by the said assignee, its successors and assigns, to the full end of the term for which said Letters Patent will be granted, as fully and entirely as the same would have been held and enjoyed by the undersigned if this assignment had not been made.

WITNESS my hand and seal this 1st day of October, 1997.

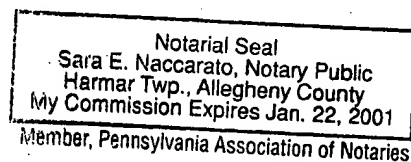

D. Lansing Taylor

State of Pennsylvania

County of Allegheny

The foregoing instrument was acknowledged before me this 1st day of October, 1997 by Sara Naccarato.

NOTARY PUBLIC



PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
(Case No. 97,223)

In re Application of:

D. Lansing Taylor

Serial No.: 08/865,341

Filed: May 29, 1997

For: Miniaturized Cell Array Methods and Apparatus

Art Unit: 1641

Examiner: Nguyen, B.



Asst. Commissioner for Patents
BOX ASSIGNMENTS
Washington, D.C. 20231

SUBMISSION OF AGREEMENT AND PLAN OF MERGER
FROM THE OFFICE OF THE SECRETARY OF STATE

Dear Sir(s):

Applicant herewith petitions to submit a Copy of the Plan of Merger from the Office of the Secretary of State, between BioDx, Inc. (A corporation of the Commonwealth of Pennsylvania) and Cellomics, Inc. (A Corporation of the State of Delaware) specifying mainly the areas concerning all property, rights, and privileges of patents, trademarks and other intellectual property licenses and registration (See page 3, section 5(a), lines 5 and 6).

If there is any problem, the examiner is respectfully invited to call the below signed attorney at (312) 913-2106.

Respectfully submitted,

McDonnell Boehnen Hulbert & Berghoff

By:

David S. Harper

Registration No. 42,636

PATENTS ONLY

To the Assistant Commissioner of Patents: Please record the attached original documents or true copy thereof.

1. Name of conveying party(ies):

BioDx, Inc.
635 William Pitt Way
Pittsburgh, PA 15238

Additional name(s) of conveying party(ies) ☐ yes ☒ no

3. Nature of conveyance:

☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: January 16, 1998

2. Name and address of receiving party(ies):

Name: Cellomics, Inc.

Internal Address:

Street Address: 635 William Pitt Way

City: Pittsburgh State: PA ZIP: 15238

Additional name(s) & address(es) ☐ yes ☒ no



4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

Serial No. 08/865,341 Filing Date: May 29, 1997

Additional numbers ☐ yes ☒ no

B. Patent No.(s)

Additional numbers ☐ yes ☒ no

5. Name and address of party to whom correspondence concerning document should be mailed:

David Harper
Reg. No. 42,636
McDonnell Boehnen Hulbert & Berghoff
300 S. Wacker Drive, Suite 3200
Chicago, Illinois 60606 USA

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
X Enclosed
Authorized to charge to Deposit account

8. Deposit account number: 13-2490

9. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David Harper

Name of Person Signing

Signature

December 9, 1999

Date

Total Number of pages including cover sheet, attachments and copies: 1

9802-1718

2794075

ARTICLES OF MERGER

Filed in the Department of
State on

JAN 16 1998

[Signature]
Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S.A. §1926 (relating to articles of merger or consolidation), CELLOMICS, INC., a Delaware corporation, and BIODX, INC., a Pennsylvania corporation, desiring to effect the merger of BIODX, INC. with and into CELLOMICS, INC., file these Articles of Merger stating that:

1. The name of the association surviving the merger is : CELLOMICS, INC.
2. CELLOMICS, INC., is a corporation created and existing under the laws of the State of Delaware.
3. CELLOMICS, INC., became a qualified foreign business corporation in the Commonwealth of Pennsylvania on January 12, 1998.
4. The name, address and county of venue of the registered office in the Commonwealth of Pennsylvania for CELLOMICS, INC. is as follows:

635 William Pitt Way
Pittsburgh, Pennsylvania 15238
County of Allegheny.
5. The other association which is a party to this merger is BIODX, INC..
6. BIODX, INC. is a corporation created and existing under the laws of the Commonwealth of Pennsylvania.
7. The name, address and county of venue of the registered office in the Commonwealth of Pennsylvania for BIODX, INC. is as follows:

635 William Pitt Way
Pittsburgh, Pennsylvania 15238
County of Allegheny.
8. The Agreement and Plan of Merger Between CELLOMICS, INC. and BIODX, INC. (the "Plan") shall become effective on January 18, 1998 at 12:01 a.m.
9. The Plan was authorized, approved and adopted by the board of directors and shareholders of BIODX, INC. in accordance with Sections 1922(c) and 1924(a) of the Pennsylvania Business Corporation Law of 1988, as amended.

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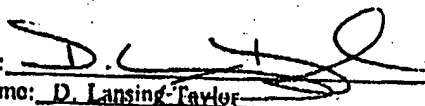
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10. The Plan was authorized, adopted and approved by the board of directors and the stockholders of CELLOMICS, INC., in accordance with Section 251 of the Delaware General Corporation Law, as amended, which is the applicable law of the jurisdiction in which it is incorporated.


11. The Plan is set forth in its entirety in Exhibit A which is attached to and made a part of these Articles of Merger.

IN WITNESS WHEREOF, each of the undersigned associations have caused these Articles of Merger to be executed by its duly authorized officer this 16th day of January, 1998,

CELLOMICS, INC.

By: 
Name: D. Lansing Taylor
Its: President

BIODX, INC.

By: 
Name: D. Lansing Taylor
Its: President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

BETWEEN

CELLOMICS, INC., a Delaware corporation

AND

BIODX, INC., a Pennsylvania corporation

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
CELLOMICS, INC., a Delaware corporation
AND
BIODX, INC., a Pennsylvania corporation**

JAN 16 93

PA Dept. of State

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made this 16th day of January, 1998, pursuant to Section 252 of the General Corporation Law of the State of Delaware, as amended (hereinafter, the "GCL") and Section 1921(h) of the Pennsylvania Business Corporation Law, as amended (hereinafter, the "BCL"), by and between CELLOMICS, INC., a Delaware corporation (hereinafter, the "Corporation"), and BIODX, INC., a Pennsylvania corporation (hereinafter, "BioDx").

WITNESSETH:

WHEREAS, the Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, BioDx is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, on the date of this Agreement, the authorized capital stock of the Corporation consists of One Million One Hundred Twenty-Eight Thousand Six Hundred Fifty (1,128,650) shares of Common Stock, par value \$.01 per share, of which One Million One Hundred Twenty-Eight Thousand Six Hundred Fifty (1,128,650) shares are issued and outstanding; and

WHEREAS, on the date of this Agreement, the authorized capital stock of BioDx consists of One Hundred Million (100,000,000) shares of Common Stock, par value \$.01 per share, of which One Million One Hundred Twenty-Eight Thousand (1,128,000) shares are issued and outstanding, and Ten Million (10,000,000) shares of Preferred Stock, par value \$.10 per share, of which no shares are issued and outstanding; and

WHEREAS, the Corporation and BioDx desire to merge BioDx with and into the Corporation on the terms set forth in this Agreement; and

WHEREAS, the registered office of the Corporation in the State of Delaware is located at 1013 Centre Road, Wilmington, County of New Castle, 19805, and the name of its registered agent at such address is Corporation Service Company; and

WHEREAS, the registered office of BioDx in the Commonwealth of Pennsylvania is located at 635 William Pitt Way, Pittsburgh, County of Allegheny, 15238; and

WHEREAS, this Agreement does not amend the Certificate of Incorporation of the Corporation; and

WHEREAS, this Agreement was approved and adopted by the shareholders and the Board of Directors of the Corporation, as evidenced by the resolutions attached to the Certificate of Secretary which is attached hereto as Exhibit A; and

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WHEREAS, this Agreement was approved and adopted by the shareholders and the Board of Directors of BioDx, as evidenced by the resolutions attached to the Certificate of Secretary which is attached hereto as Exhibit B; and

WHEREAS, the Corporation and BioDx intend this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Corporation and BioDx, in consideration of the terms and conditions hereinafter set forth and intending to be legally bound hereby, agree as follows:

1. Merger. Pursuant to the terms of this Agreement, at the Effective Time (as such term is hereinafter defined) the Corporation shall merge BioDx into itself and BioDx shall be merged with and into the Corporation. The Corporation shall be the entity which survives the merger. The merger of BioDx into the Corporation shall become effective on January 18, 1998 at 12:01 a.m. (the "Effective Time").

2. Governing Documents.

(a) Certificate of Incorporation. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall remain effective as the Certificate of Incorporation of the Corporation at and after the Effective Time unless and until amended, altered or repealed in accordance with the applicable provisions set forth therein and with the GCL.

(b) Bylaws. The Bylaws of the Corporation, as they exist at the Effective Time, shall be and remain the Bylaws of the Corporation, as the entity surviving the merger, until altered, amended or repealed in accordance with the provisions set forth therein and with the GCL.

3. Officers and Directors. The persons who are the officers and directors of the Corporation immediately prior to the Effective Time shall, after the Effective Time, be and remain the officers and directors of the Corporation until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Corporation's Certificate of Incorporation, as amended, its Bylaws or the GCL. Notwithstanding any of the foregoing to the contrary, the Corporation, may, after the Effective Time, increase the number of directors which comprise its Board of Directors in accordance with the Certificate of Incorporation, as amended, and fill any newly created vacancies in the Board of Directors pursuant to the terms thereof.

4. Corporate Existence; Conversion of Shares. At the Effective Time, BioDx shall merge with and into the Corporation, and by virtue of the merger herein contemplated and without any further action on the part of the holder thereof, the Corporation or BioDx, each outstanding share of capital stock of BioDx (collectively, the "BioDx Shares") shall expire and be retired, the certificates evidencing such BioDx Shares shall be canceled and the separate corporate existence of BioDx shall cease and terminate. The outstanding BioDx Shares shall not

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be converted into any shares or other securities of the Corporation in connection with or as a result of the merger contemplated herein, nor shall any shareholder of BioDx receive any cash, property, rights, or securities of any other corporation or entity in exchange for the retirement, cancellation and surrender of such shareholder's BioDx Shares in connection with the merger of BioDx with and into the Corporation.

5. Succession. Additional terms and conditions of the merger of BioDx with and into the Corporation are as follows:

(a) Assets and Rights. At the Effective Time, the separate corporate existence of BioDx shall cease and terminate and the Corporation shall succeed to and possess all of the rights, privileges, powers and franchises of a public or private nature, of any kind whatsoever, and be subject to all restrictions, duties and disabilities of BioDx; and all of the property (real and personal), rights, privileges, franchises, patents, trademarks, other intellectual property, licenses, registrations, permits, accounts, cash on hand, choses in action and other assets and rights of every kind, nature and description of BioDx (collectively the "BioDx Assets") shall be transferred to and become vested in the Corporation without further act or deed of any person or entity, and the BioDx Assets shall be the property of the Corporation as the same were of BioDx. BioDx hereby agrees that from time to time, as and when requested by the Corporation, its successors or assigns, BioDx shall execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such other actions as the Corporation may deem necessary or advisable in order to vest in and confirm to the Corporation title to and possession of the BioDx Assets and to otherwise carry out the intent and purposes hereof. The officers of the Corporation are hereby authorized in the name of BioDx, as attorneys in fact for BioDx, to take any and all such actions.

(b) Liabilities. At the Effective Time, the Corporation shall assume and become responsible for all debts, duties, liabilities and obligations of BioDx, and the same may be enforced against the Corporation to the same extent as if they were incurred or contracted by the Corporation.

(c) Corporate Acts. All corporate acts, plans, policies, agreements, arrangements, approvals, authorizations and regulations of BioDx, its shareholders, Board of Directors and committees of the Board of Directors, agents and officers, respectively, which were effective and valid immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals, authorizations and regulations of the Corporation, its shareholders, Board of Directors and committees of the Board of Directors, agents and officers, respectively, at and subsequent to the Effective Time, and shall be as effective and binding with respect to the Corporation as the same were with respect to BioDx.


6. Termination. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time. This Agreement may be amended by the Board of Directors of the Corporation at any time prior to the Effective Time.

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7. Certification of Authority. The Certificate of the Secretary of the Corporation, certifying as to the authority of the Corporation to enter into and perform this Agreement, is attached hereto and made a part hereof as Exhibit A. The Certificate of the Secretary of BioDx, certifying as to the authority of BioDx to enter into and perform this Agreement, is attached hereto and made a part hereof as Exhibit B.

IN WITNESS WHEREOF, the Corporation, pursuant to the approval and authority duly granted by resolutions adopted by its shareholders and its Board of Directors, and BioDx, pursuant to the approval and authority duly granted by resolutions adopted by its shareholders and its Board of Directors, have each caused this Agreement to be executed by its duly authorized representative as its act, deed and agreement on this 16th day of January, 1998.

CELLOMICS, INC.

By: 
Name: D. LANSING TAYLOR
Its: President

BIODX, INC.

By: 
Name: D. LANSING TAYLOR
Its: President

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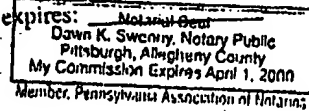
COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 16th day of January, 1998 before me Dawn K. Sweeny, the undersigned officer, personally appeared D. Lansing Taylor, known to me (or satisfactorily proven) to be the person whose name is subscribed to the attached Agreement and Plan of Merger, and acknowledged that the Agreement and Plan of Merger is the act and deed of Cellonics, Inc., that the facts stated therein are true and that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.


Notary Public

My Commission expires:


Notary Seal
Dawn K. Sweeny, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 1, 2000
Member, Pennsylvania Association of Notaries

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9802-1727

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 16th day of January, 1998 before me Dawn K. Sweeny, the undersigned officer, personally appeared LeRoy L. Metz, known to me (or satisfactorily proven) to be the person whose name is subscribed to the attached Agreement and Plan of Merger, and acknowledged that the Agreement and Plan of Merger is the act and deed of BioDx, Inc., that the facts stated therein are true and that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.


Notary Public

My Commission expires: _____

Notarial Seal
Dawn K. Sweeny, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 1, 2000
Member, Pennsylvania Association of Notaries

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9802-1728

EXHIBIT A

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CERTIFICATE OF SECRETARY

OF

CELLOMICS, INC.

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CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of Cellomics, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That the shareholders and the Board of Directors of the Corporation adopted resolutions approving and authorizing the merger of BioDx, Inc., a Pennsylvania corporation ("BioDx"), with and into the Corporation on the terms set forth in the Agreement and Plan of Merger to which this Certificate is attached (the "Agreement"), and approving the execution of said Agreement by the President and Secretary of the Corporation.

2. That the President and Secretary of the Corporation executed the Agreement as authorized by the shareholders and the Board of Directors of the Corporation.

WITNESS my hand on this 16th day of January, 1998

By: 

Name: LeRoy L. Metz, II

Title: Secretary

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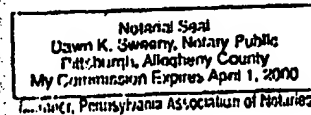
COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 16th day of January, 1998 before me Dawn Sweeney,
the undersigned officer, personally appeared LeRoy L. Metz, II, known to me (or satisfactorily
proven) to be the person whose name is subscribed to the attached Certificate of Secretary, and
acknowledged that the Certificate of Secretary is the act and deed of Cellomics, Inc., that the
facts stated therein are true and that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Dawn K. Sweeney
Notary Public

My Commission expires: _____



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EXHIBIT B

CERTIFICATE OF SECRETARY

OF

BIODX, INC.

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9802-1732

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of BioDx, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania (the "BioDx"), does hereby certify as follows:

1. That the shareholders and the Board of Directors of BioDx adopted resolutions approving and authorizing the merger of BioDx with and into Cellomics, Inc., a Delaware corporation (the "Corporation"), on the terms set forth in the Agreement and Plan of Merger to which this Certificate is attached (the "Agreement"), and approving the execution of said Agreement by the President and Secretary of BioDx.

2. That the President and Secretary of BioDx executed the Agreement as authorized by the shareholders and the Board of Directors of BioDx.

WITNESS my hand on this 16th day of January, 1998.

By: 

Name: LeRoy C. Metz, II

Title: Secretary

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9802-1733

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF ALLEGHENY)

) SS:

On this 16th day of January, 1998 before me Dawn Swenny, the undersigned officer, personally appeared LeRoy L. Metz II, known to me (or satisfactorily proven) to be the person whose name is subscribed to the attached Certificate of Secretary, and acknowledged that the Certificate of Secretary is the act and deed of BioDx, Inc., that the facts stated therein are true and that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Dawn K. Swenny
Notary Public

My Commission expires: _____

Notarial Seal
Dawn K. Swenny, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 1, 2000
Member, Pennsylvania Association of Notaries

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 25, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CELLOMICS, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

CFEN